

**MINUTES OF THE MEETING OF
THE PARTNERSHIPS AND LIMITED LIABILITY COMPANIES COMMITTEE
OF THE BUSINESS LAW SECTION OF THE CALIFORNIA STATE BAR**

July 10, 2008

Charles McKee, Vice-Chair of the Committee, called the meeting to order at approximately 10:00 a.m. Members present by telephone were Ron Wargo, Secretary, Ben Kwon, John Spomer, Jonathan Watts, Phil Jelsma, and Jack Johal. Brian Fields from Public Storage, Inc. was also in attendance.

I. Administrative Matters

A. Minutes. The Members reviewed and approved the Minutes for the June 12, 2008 meeting.

B. Officer Appointments. Charles McKee explained that two Vice Chairs have been appointed for the 2008-2009 year because Ron will work on the LP Guide while Phil will be in charge of the Revised LLC Act. Charles also reminded everyone that the Secretary position is open for nominees.

C. Membership. Charles indicated that Donald Scotten and Jack Johal had been approved for membership, and he urged everyone to continue to increase the membership of the Committee.

D. State Bar Annual Meeting in Monterey – September 25-28

1. PLLC Meeting Thursday 9/25/2008 1:30pm-3:00pm, Portola Hotel, Cottonwood I & II – Although the meeting is scheduled to be face-to-face, mandatory attendance is not required. Telephone call-in information will be provided.
2. Re-RULPA Has Arrived – Program (Friday 9/26/2008, 8:30am-9:30am Portola Hotel, Pavilion Tent) – Presenter – Phil Jelsma.
3. Business Law Breakfast – Friday 9/26/2008, 8:00am-9:00am. – There is a conflict between Phil's presentation and the Business Law Breakfast.

E. RE-RULPA Webinar. Phil Jelsma's Webinar had been postponed. Phil Jelsma, Ben Kwon, and Brad Rogerson will be conducting an LLC/Partnership Tax Webinar in the near future.

F. BLS Committee Liaisons.

1. Executive Committee Liaison Allan Duboff was not in attendance.
2. Legislative Liaison Phil Jelsma indicated that franchise taxes would now be paid on an estimated tax basis, effectively accelerating the due date for payment of such taxes.

3. Corporations Committee Liaison Sharon Flannigan was not in attendance.

II. Subcommittee Reports

- A. Publications Subcommittee. There was nothing new to report.
- B. Guide to Limited Partnerships. Charles McKee reminded authors to finish their chapters.
- C. Webpage Subcommittee. Webpage Subcommittee chair Ron Wargo had nothing new to report.

III. Developments

Phil Jelsma reported on the FTB Working Group meeting regarding the implementation of A.B. 198 (LLC gross receipts taxes).

IV. Practice Issues

Jack Johal discussed fiduciary duties of a general partner in connection with a self-dealing transaction. Reference was made to the *Paretta* case (see the March 2008 Committee minutes for more).

There being no further business to come before the Committee, the Vice-Chair declared the meeting adjourned at approximately 10:30 a.m.